

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE**

FLASHPOINT TECHNOLOGY, INC.,

Plaintiff,

V.

APITEK, INC., ARGUS CAMERA CO., LLC,
BUSHNELL INC., DXG TECHNOLOGY (U.S.A.)
INC., DXG TECHNOLOGY CORP., GENERAL
ELECTRIC CO., LEICA CAMERA AG, LEICA
CAMERA INC., MINOX GMBH, MINOX USA, INC.,
MUSTEK, INC. USA, MUSTEK, INC., OREGON
SCIENTIFIC, INC., POLAROID CORP., RITZ
INTERACTIVE, INC., RITZ CAMERA CENTERS,
INC., SAKAR INTERNATIONAL, INC., D/B/A
DIGITAL CONCEPTS, TABATA U.S.A., INC., D/B/A
SEA & SEA, TARGET CORP., VISTAQUEST CORP.,
VUPOINT SOLUTIONS, INC., WALGREEN CO., and
WAL-MART STORES, INC.,

Defendants

[illegible]

C.A. No. 08-139-GMS

JURY TRIAL DEMANDED

PLAINTIFF'S REPLY TO WALGREEN CO.'S COUNTERCLAIMS

Plaintiff FlashPoint Technology, Inc. (“FlashPoint”) hereby responds to each paragraph of Walgreen Co.’s (“Walgreens”) Counterclaims as follows:

PARTIES

1. Upon information and belief, admitted.
2. Admitted.

JURISDICTION AND VENUE

3. Admitted that the counterclaims purport to include claims for declaratory judgment of patent non-infringement and patent invalidity, and that jurisdiction is proper under the Federal Declaratory Judgment Act, 28 U.S.C. §§ 2201 and 2202, under the Patent Laws of the United States, 35 U.S.C. §§ 1 *et seq.*, concerning actions related to patents, and under 28 U.S.C. §§ 1331, 1332, and 1338, but otherwise denied.

4. Admitted.

5. Admitted.

COUNT ONE: DECLARATORY RELIEF REGARDING NON-INFRINGEMENT

6. Admitted that an actual and justiciable controversy exists between Walgreens and FlashPoint relating to the infringement of one or more claims of the patents-in-suit, but otherwise denied.

7. Denied.

8. Denied.

COUNT TWO: DECLARATORY RELIEF REGARDING INVALIDITY

9. Admitted.

10. Denied.

11. Denied.

PRAYER FOR RELIEF

In addition to the relief requested in Plaintiff's Original Complaint, Plaintiff respectfully requests a judgment as follows against Walgreens as follows:

A. That Walgreens takes nothing by its Counterclaims;

B. That the Court award Plaintiff costs and attorneys' fees incurred in defending against these Counterclaims; and

C. Any and all further relief for Plaintiff as the Court may deem just and proper.

JURY DEMAND

Plaintiff demands a trial by jury on all issues.

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Dated: June 19, 2008

/s/ Evan O. Williford

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CERTIFICATE OF SERVICE

I, Evan O. Williford, hereby certify that on June 19, 2008, I caused to be electronically filed a true and correct copy of the foregoing document – **Plaintiff's Reply to Walgreen Co.'s Counterclaims** – with the Clerk of Court using CM/ECF which will send notification of such filing to the following local counsel for defendants:

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I further certify that on June 19, 2008, I caused a copy of the foregoing document to be served on the following defendants by First Class Mail:

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